

dbm Capital Partners, L.P.: Offering of Limited Partnership Interests

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

manually signed copy or bear typed or printed signatures.

Filing Fee: There is no federal filing fee.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

( check if this is an amendment and name has changed, and indicate change.)

OMB	<b>APPROVA</b>	L
-----	----------------	---

OMB Number:

Expires:

Estimated average burden hours per response.

SEC U	SE ONLY
Prefix	Serial
1	ł
DATE F	ECEIVED
1	1

Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	🖾 Rule 506	☐ Section 4(6)	☐ ULOE	
Type of Filing:   New Fi	ling				
	A. BASIC IDENTI	FICATION DATA		1881 1111 25811 15188 11118 SI	
Enter the information requester	d about the issuer	· · · · · · · · · · · · · · · · · · ·			_
Name of Issuer (☐ check i dbm Capital Partners, L.P.	this is an amendment and name ha	s changed, and ind	licate change.)	0205	6013
Address of Executive Offices (Number a 575 Lexington Avenue, 4 <sup>th</sup> Floor, N	nd Street, City, State, Zip Code) lew York, New York 10022		Telephone Num (212)-527-752	nber (Including Are	a Code)
Address of Principal Business Operation (if different from Executive Offices) Sam	· ·	p Code)	Telephone Num	nber (Including Are	a Code)
Brief Description of Business Private Hedge Fund					PROCES
Type of Business Organization  ☐ corporation  ☐ business trust	☑ timited partnership, al ☐ limited partnership, to	•	☐ other (plea	ase specify):	AUG Z 8 2
Actual or Estimated Date of Incorporation  Jurisdiction of Incorporation or Organizat	05	<b>2001</b> ⊠ Ac		nated	FINANCIA
, ,	CN for Canada; FN for othe	r foreign jurisdictio	n) <b>DE</b>		
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of When To File: A notice must be filed no later the (SEC) on the earlier of the date it is received by States registered or certified mail to that address	an 15 days after the first sale of securities the SEC at the address given below or, it	in the offering. A not	tice is deemed filed with t	he U.S. Securities an	d Exchange Commission

State:

Name of Offering

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information

requested in Part C, and any material changes from the information previously supplied in Parts A and B and the Appendix need not be filed with the SEC.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



2. Enter the information requested for the fol	=					
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the</li> </ul>						
<ul> <li>Each beneficial owner having the poving issuer;</li> </ul>	ver to vote or dispose, or direct	the vote or disposition or, 10	% or more of a class	or equity securities or the		
Each executive officer and director of	corporate issuers and of corp	orate general and managing p	artners of partnershi	p issuers: and		
<ul> <li>Each general and managing partner</li> </ul>	-		<b>,</b>	<b>,</b>		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner		
Full Name (Last name first, if individual) dbm Capital, L.L.C. (the " General Partr	er")			100		
Business or Residence Address (Number 575 Lexington Avenue, 4th Floor, New Y	er and Street, City, State, Zip Cork, New York 10022	Code)				
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General Partner of the General Partner		
Full Name (Last name first, if individual)  Murphy, Daniel B. ("Managing Member"	')					
Business or Residence Address (Number 575 Lexington Avenue, 4 <sup>th</sup> Floor, New Y	er and Street, City, State, Zip Cork, New York 10022	Code)				
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
Business or Residence Address (Number	er and Street, City, State, Zip C	Code)				
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
Business or Residence Address (Number	er and Street, City, State, Zip C	Code)				
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
Business or Residence Address (Number	er and Street, City, State, Zip C	Code)				
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
Business or Residence Address (Number	er and Street, City, State, Zip C	Code)				

A. BASIC IDENTIFICATION DATA

			· · · · · · · · · · · · · · · · · · ·	B. IN	VFORMAT	ION ABO	UT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  Note: The interest of the sell o								Yes	No ⊠			
What is the minimum investment that will be accepted from any individual?  *(Subject to the waiver of the General Partner.)								\$ <u>250,</u> (	<u> 100*</u>			
3.	Does the offer	ing permit jo									Yes ⊠	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.										) }		
	Name (Last n	ame first, if	individual)									
N/A Bus	iness or Resid	ence Addre	es (Numbe	r and Stre	et City St	ate Zin Co	nde)					
Dus	111633 01 116310	ence Addre	35 (Hulline	i and one	et, Oity, Ot	ate, zip ot	ode)					
Nan	ne of Associat	ed Broker o	r Dealer						-			
Stat	es in Which P	erson Listed	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers	· · · · · · · · · · · · · · · · · · ·	<del></del>		······································	
	-	All States" o		ividual Sta	-						□ Al	l States
[A] [IL] [M] [R	] [IN] IT] [NE]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	{CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full	Name (Last n	ame first, if	individual)		·			· · · · · · · · · · · · · · · · · · ·		·		
Busi	iness or Resid	ence Addre	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	ode)					
Nan	ne of Associat	ed Broker o	r Dealer	<del></del>	· · · · · · · · · · · · · · · · · · ·	<u> </u>	<del></del>				· · · · · · · · · · · · · · · · · · ·	<del> </del>
Stat	es in Which P	erson Listed	l Has Solici	ted or Inte	ends to Soli	icit Purcha	sers			***************************************	·	
	(Check "A	All States" o	r check indi	ividual Sta	ites)						□ Al	l States
[Al [IL	] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[M [R		[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full	Name (Last n	ame first, if	individual)						<u>-</u>		· · · · · · · · · · · · · · · · · · ·	
Busi	iness or Resid	ence Addre	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	ode)					
Nam	ne of Associat	ed Broker o	r Dealer			<del></del>	· · · · · · · · · · · · · · · · · · ·		<u> </u>		<del></del>	<del></del>
Stat	es in Which P	erson Lister	Has Solici	ted or Inte	ends to Soli	cit Purcha	sers	<del>,</del>			<u> </u>	
		All States" o				J					□ All	States
[A  [IL] [M [R]	] [IN] T] [NE]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USI	E OF PROCEEDS	5
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Aiready Sold
	Debt	\$0	\$0
	Equity:	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants):	\$0	\$0
	Partnership Interests	\$ <u>1,000,000,000</u>	\$ <u>2,100,047</u>
	Other (Specify)	\$0	\$0
	Total	\$ <u>1,000,000,000</u>	\$ <u>2,100,047</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	3	\$ <u>2,100,047</u>
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of	Dollar Amount
		Security	Sold
	Rule 505	<u>N/A</u>	\$0
	Regulation A	<u>N/A</u>	\$0
	Rule 504	N/A	\$0
	Total	<u>N/A_</u>	\$0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify Blue Sky Total	区 区 区 区 区 区 区 区	\$ 0 \$ 0 \$ 45,000* \$ 0 \$ 0 \$ 0 \$ 5,000*

<sup>\* -</sup> estimated amounts

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSE	ES AND	USE	OF PROC	EEDS	3	
4.	b. Enter the difference between the aggregat 1 and total expenses furnished in response "adjusted gross proceeds to the issuer."	e to Part C - Question 4.a. This	differenc	e is the			\$ <u>999.</u>	950,000
5.	Indicate below the amount of the adjusted gused for each of the purposes below. If the estimate and check the box to the left of the the adjustment gross proceeds to the issuer state.	e amount for any purpose is not krestimate. The total of the payments l	nown, fu listed mu	rnish ar ıst equa	ו			
				O Dire	ments to fficers, ectors, & ffiliates		-	ments to
	Salaries and fees		X	\$	0	X	\$	0
	Purchase of real estate		X	\$	0	X	\$	0
	Purchase, rental or leasing and installation	of machinery and equipment	×	\$	0	X	\$	0
	Construction or leasing of plant buildings a	nd facilities	X	\$	0	X	\$	0
	Acquisition of other businesses (including this offering that may be used in exchange	for the assets or securities of						
	another issuer pursuant to a merger)		X	\$	0	図	\$	0
	Repayment of indebtedness		X	\$	0	X	\$	0
	Working capital		X	\$	0	X	\$	0
	Other (specify): Investment Program/Secur	rities		\$	0		\$ <u>999</u>	,950,000
	Column Totals		X	\$	0	X	\$ <u>999</u>	,950,000
	Total Payments Listed (column totals adde	d)	<b>S</b> \$999,950,000					
				·				
foll	issuer has duly caused this notice to be signe owing signature constitutes an undertaking by uest of its staff, the information furnished by th	the issuer to furnish to the U.S. Se	curities	and Exc	change Co	mmiss	sion, up	on written
	uer (Print or Type) n Capital Partners, L.P.	Signature 92	of	Da 8	ite 1 <u>6</u> /02			
	me (Print or Type) niel B. Murphy	Title of Signer (Print or Type) Managing Member of the Ger	neral Pa	rtner			· · · · · · · · · · · · · · · · · · ·	
	Intentional misstatements or omissic	ATTENTION	inal viol	atione	(See 18	ll s C	1001	1
	intentional impotatements of Offissic	And or race computate reacher Chill	mai viol	uuvii3.	(000 10	<del>5.5.0</del>	. 1001.	<u> </u>